



THOMAS D. MARION
TREASURER

TTX COMPANY
101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 853-3223

DIRECT LINE (312) 984-3821
FAX (312) 984-3855

February 22, 1999

VIA FEDERAL EXPRESS

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20006

RECORDATION NO.

FILED

FEB 23 '99

9-10AM

Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11301 and the regulations promulgated thereunder are four (4) fully executed copies of the following documents:

Manufacturing Agreement Supplement No. 1 dated as of February 16, 1999.

This document is a secondary document, supplementing the Manufacturing Agreement dated as of December 3, 1998, recorded on December 22, 1998, recordation number 21894.

Parties to this transaction are as follows:

TTX Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

National Steel Car Limited (Manufacturer)
602 Kenilworth Avenue North
Hamilton, Ontario L8N 3J4
CANADA

The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
73' 110-ton Center Beam cars designed for 286,000 gross rail load	FBC	200	TTZX	864650-864849

Mr. Vernon A. Williams
February 22, 1999
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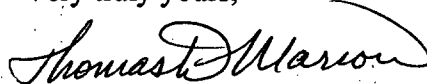
Enclosed is our check in the amount of \$26.00 to cover filing fees.

A short summary of this Supplement to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 1 covering 200 73' 110-ton Center Beam cars designed for 286,000 gross rail load- TTZX, numbered 864650-864849."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,



TDM:ere
Enclosures
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P.S. Please call Eric Enstrom at 312-984-3841 as soon as this agreement is recorded advising him of the recordation number, date and time. Thank you very much.

MANUFACTURING AGREEMENT SUPPLEMENT NO. 1, dated as of February 16, 1999, between
NATIONAL STEEL CAR LIMITED (the "Manufacturer") and TTX COMPANY (the "Company").

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of December 3, 1998, which was filed and recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301 on December 22, 1998 at 4:23 PM, recordation number 21894, which provides for the execution and delivery from time to time of supplements thereto, each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3, and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.


IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

NATIONAL STEEL CAR LIMITED


By: 
Vice President

(CORPORATE SEAL)

ATTEST:

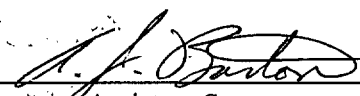

Assistant Secretary

TTX COMPANY

By: 
Treasurer

(CORPORATE SEAL)

ATTEST:


Assistant Secretary

RECORDATION NO. 21894-A FILED
FEB 23 '99 9-10AM

STATE OF HAMILTON)
) SS:
PROVINCE OF ONTARIO)

On this 18th day of February 1999, before me personally appeared Al Wilson
to me personally known, who, being by me duly sworn, says
that he is a Vice President of National Steel Car Limited; that one of the seals
affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument
was signed and sealed on behalf of said corporation by authority of its Board of Directors and
they acknowledged that the execution of the foregoing instrument was the free act and deed of
said corporation.

C. Wollaston
Notary Public

(NOTARIAL SEAL)

My Commission Expires:

COLOMBA ANNE WOLLASTON, Notary Public,
Regional Municipality of Hamilton-Wentworth,
limited to the attestation of instruments and
the taking of affidavits for National Steel
Car Limited. Expires April 15, 2001.

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 16th day of February, 1999, before me personally appeared Thomas D. Marion, to
me personally known, who being by me duly sworn, says that he is the Treasurer of TTX
Company; that one of the seals affixed to the foregoing instrument is the corporate seal of said
corporation; that said instrument was signed and sealed on behalf of said corporation by
authority of its Board of Directors and he acknowledged that the execution of the foregoing
instrument was the free act and deed of said corporation.

Kathryn M. Schaefer
Notary Public

(NOTARIAL SEAL)

My Commission expires:

"OFFICIAL SEAL"
Kathryn M. Schaefer
Notary Public, State of Illinois
My Commission Expires 5/13/00

ANNEX A
NATIONAL STEEL CAR LIMITED
(Manufacturer)

TTX COMPANY
(Company)

ITEM 1:

<u>Type*</u>	<u>Qty</u>	<u>Company Car Numbers (Include)</u>	<u>Unit Price</u>	<u>Total Price</u>	<u>Month Of Delivery</u>	<u>Spec. (Contract Number)</u>
TTZX	200	864650-864849	\$55,000.00	\$11,000,000.00	Feb. – Mar., 1999	T-9A98-N

ITEM 2: August 31, 1999

ITEM 3: To be determined

ITEM 4: 602 Kenilworth Avenue North
Hamilton, Ontario
Canada L8N 3J4

* 73' 110-ton centerbeam flatcars designed for 286,000 lb. gross rail load. TTX Specification No. 68-43-011586, revised August 8, 1997, and TTX Supplemental Specification No. 68-109-940701, issued July 1, 1994, revised October 31, 1997. National Steel Car Specification P-4425/98.